BANNER & WITCOFF, LTD. 10 South Wacker Drive Suite 3000 Chicago, Illinois 60606 312-463-5000 Charles W. Shifley Binal J. Patel

Intellectual Property Attorneys for DPH Holdings Corp., et al., Reorganized Debtors

### UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

LIST OF EXHIBITS TO THE SEVENTH AND FINAL APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL PROPERTY COUNSEL TO DPH HOLDINGS CORPORATION, SEEKING ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER 11

<u>U.S.C. SECTIONS 330 AND 331</u>

### **EXHIBIT E**

Hearing Date and Time: March 22, 2007, 10:00 a.m. Objection Deadline: To Be Provided by the Court

BANNER & WITCOFF, LTD. 10 South Wacker Drive Suite 3000 Chicago, Illinois 60606 312-463-5000 Charles W. Shifley Binal J. Patel

Intellectual Property Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

\_\_\_\_\_

NOTICE OF THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. SECTIONS 300 AND 331, AND HEARING ON MARCH 22, 2007, AND OBJECTION DEADLINE TO BE PROVIDED BY THE COURT

PLEASE TAKE NOTICE that on November 30, 2006 Banner & Witcoff, Ltd., intellectual property counsel for Delphi Corporation, and a Retained Professional, filed a third interim application seeking a second interim allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. Sections 330 and 331, for the period from June 1, 2006 through September 30, 2006 together with the following exhibits: A, Summary sheet; B, Certification; C, Banner Retention Order; D, Shifley Affidavit; E and F, Banner engagement letters; G, H, I, and J, Banner Invoices; K, L, M, records of notices to those entitled to receive same; and N, proposed order on the application.



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PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the application will be held on March 22, 2007, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the application must be made by such date and time as will be provided by the Court.

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Order under 11 U.S.C. Section 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses for Professionals will be considered by the Bankruptcy Court at the Hearing. If no objections to the application are timely made and served in accordance with the procedures set forth herein and in the Interim Order, the Bankruptcy Court may enter an order granting the application without further notice.

Dated: Chicago, Illinois November 30, 2006 BANNER & WITCOFF, LTD.

Зу: 🚺

Charles W. Shifley

Binal J. Patel 10 South Wacker Drive

**Suite 3000** 

Chicago, Illinois 60606

(312) 463-5000

BANNER & WITCOFF, LTD. 10 South Wacker Drive Suite 3000 Chicago, Illinois 60606 312-463-5000 Charles W. Shifley Binal J. Patel

Intellectual Property Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re

In re

Chapter 11

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD.,
INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING
ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. SECTIONS 330 AND 331

Banner & Witcoff, Ltd. ("Banner"), intellectual property counsel for Delphi Corporation ("Delphi"), and a Retained Professional, submits this third interim application seeking a second interim allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. §§330 and 331 for the period from June 1, 2006 through September 30, 2006 ("the Application Period").

#### STATEMENT AT THE OUTSET PURSUANT TO GUIDELINES

Banner submits this interim application for (a) allowance of compensation for 141.9 hours of professional legal professional services provided by Banner to Delphi, in the amount of \$50,331.00 and (b) reimbursement of actual and necessary charges and

disbursements incurred by Banner in the amount of \$1,223.10, for a total of \$51,554.10, in the rendition of required legal, intellectual property professional services on behalf of Delphi in the time period of June 1, 2006 through September 30, 2006.

#### SUMMARY SHEET AND CERTIFICATION

A Summary Sheet is attached as Exhibit A. A Certification is attached as Exhibit B.

### CONTINUED APPLICATION

In support of third interim application, Banner further represents as follows:

#### **BACKGROUND**

1. On October 8, 2005, Delphi and certain of its United States ("U.S.") subsidiaries (the "Initial Filers") filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). (On October 14, 2005, three additional U.S. subsidiaries of Delphi (collectively with the Initial Filers, the "Debtors") filed voluntary petitions for relief under the Bankruptcy Code. The Debtors continue to operate their businesses as "debtors-in-possession" under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court.

### RETENTION OF BANNER

2. On January 3, 2006, pursuant to an application dated December 6, 2005, the Bankruptcy Court entered an order titled "Order under 11 U.S.C. §§327(3) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Banner & Witcoff, Ltd. as Intellectual Property Counsel to Debtors ("Banner Retention Order"),"

(Docket No. 1708) Exhibit C, and thereby granted the Debtors' request to employ Banner as intellectual property counsel under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure, with approval of such employment being effective as of the Petition Date, October 8, 2005.

EVENTS BEFORE THE APPLICATION PERIOD,
INCLUDING IDENTIFICATION OF LITIGATION THAT GIVES RISE TO THIS
APPLICATION AND BANNER'S TERMS AND CONDITIONS OF ENGAGEMENT
IN REPRESENTING DELPHI IN THE LITIGATION

- 3. Delphi is a defendant in two civil actions for patent infringement in which Banner lawyers have represented Delphi from before the Petition Date. These are (a) Automotive Technologies International, Inc. ("ATI") v. BMW North America, Inc., et al., Appeal No. 06-1013 (Federal Circuit September 29, 2005) and its underlying case, Civil Action No. 01-71700 (April 30, 2001), and (b) Automotive Technologies International, Inc. v. Delphi Automotive Systems Corporation, et al., Civil Action No. 04-72035 (E.D.Mich. April 30, 2005). Together, these cases as routinely called the "ATI" cases by Banner.
- 4. Banner was retained to represent Delphi in the ATI cases by an exchange of letters of engagement described in paragraph 10 of an Affidavit of Charles W. Shifley filed in support of the application for retention of Banner, Exhibit D. See also Exhibits E and F, the subject letters of engagement. These letters reflect voluntary accommodations to Delphi including discounted rates and rates fixed over time.
- Civil Action No. 04-72035 was stayed during the pendency of Appeal No.
   06-1013 and remains stayed by District Court order.
- 6. Delphi has an indemnity agreement with General Motors Corporation implicated in the identified civil actions for patent infringement. Pursuant to the

agreement, at Delphi expense, Banner represents and has represented General Motors Corporation in these actions as well as Delphi.

### EVENTS BEFORE THE APPLICATION PERIOD CAUSING NECESSARY AND REASONABLE SERVICES AND DISBURSEMENTS

- 7. Between October 8, 2005 and May 31, 2006, Banner represented Delphi in necessary efforts in the identified appeal.
- 8. On November 14, 2005, Delphi served the appellate court and its opponent in the identified appeal with its Suggestion of Bankruptcy and Notice of Operation of Automatic Stay.
- 9. On November 22, 2005, the appellate court requested information whether the appeal should be stayed in total as to all parties and not just Delphi. Banner represented Delphi in responding.
- 10. On December 13, 2005, the appellate court issued an order temporarily staying briefing in the appeal and directing Delphi and its opponent to file status reports every sixty (60) days concerning whether this Bankruptcy Court has lifted the stay. Banner represented Delphi in response.
- 11. On January 13, 2006, Banner received a telephone call from a Federal Circuit mediation Co-ordinator, seeking mediation of the identified appeal. Through January 31, 2006, Banner represented Delphi and General Motors in response.
- 12. Between October 8 and January 31, 2005, and pursuant to employment by Delphi and Delphi's indemnity to General Motors Corporation, Banner actively represented General Motors in the identified appeal.
- 13. Pursuant to a court order in the appeal, Banner prepared and filed two 60 day status reports with the Federal Circuit Court of Appeals, on or about February 9,

2006, and April 10, 2006, and began the preparation of a third 60 day status report at the end of the subject period.

- 14. Banner also prepared and filed a required appellate Docketing Statement.
- 15. Most significantly, throughout the subject period, Banner represented Delphi in contacts from the Federal Circuit Court of Appeals to initiate mediation, and then in preparing for mediation, including co-ordinating, negotiating and communicating with the mediator Mr. Bosses, Delphi in-house counsel Mr. Cosnowski, opposing counsel Mr. Baniak, and co-counsel for co-defendants.
- 16. As a part of the mediation effort, Banner also represented Delphi in a telephone pre-mediation conference, prepared and served the mediator with a mediation brief, and negotiated a mediation agreement proposed by the mediator, to conform to the needs of Delphi in bankruptcy.
- 17. Banner also read and appreciated the Delphi objection to the ATI motion to lift the bankruptcy stay, in support of Delphi in mediation.
- 18. Finally, Banner prepared and filed its first interim application for payment and reimbursement of expenses.

### EVENTS DURING THE APPLICATION PERIOD CAUSING NECESSARY AND REASONABLE SERVICES AND DISBURSEMENTS

- 19. Between June 1, 2006 and September 30, 2006, Banner represented Delphi in necessary efforts in the identified appeal.
- 20. In June, Banner finalized and submitted Delphi's mediation brief and a second submission to the mediator.
- 21. In June, Banner also participated in the needed mediation. It was not successful.

- 22. In June, we also worked to gain an express engagement letter with General Motors that provided priority in representation to Delphi.
- 23. In July, we dealt with a court order lifting our stay and scheduling our briefing.
- 24. In July and continuing in August, we began and continued our drafting of our required appellate brief.
  - 25. In August, we continued the drafting of our required brief.
- 26. Throughout this period, we also prepared our second interim fee application and dealt with Delphi's change to electronic billing and errors of instructions as to that billing.

COMPLIANCE BY BANNER'S INVOICES NOS. 1626635, 1628853, 1631369 and 1634104 WITH 11 U.S.C. 330, THE INTERIM COMPENSATION ORDER AND FEE GUIDELINES

20. This application and Banner's invoices Nos. 1626635, 1628853, 1631369 and 1634104, Exs. G, H, I and J comply with 11 U.S.C. 330, the Interim Compensation Order (Docket No. 869), as amended by supplemental orders (Docket Nos. 2747, 2986, 3630 and 4545)("the Fee Order") and the U.S. Trustee Fee Guidelines, the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (together, "The Guidelines"), to the best of Banner's ability to provide compliance, and in that they contain all required information and are for necessary and reasonable services and disbursements provided to Delphi in the ATI cases.

- 21. The Certifying Professional certifies this application as in his Certification, Exhibit B.
- 22. Further, among other matters, lists of the individuals who provided services during the statement periods are at page 3 of Invoice 1626635, page 3 of Invoice 1628853, page 3 of Invoice 1631369 and page 2 of Invoice 1634104, Exs. G, H, I and J, and in the Summary Sheet, Exhibit A. All listed individuals other than Mr. Greenfield and Mr. Rechtien are attorneys. Mr. Greenfield and Mr. Rechtien are law clerks.
- 23. The Banner invoices also comply in that respective billing rates, aggregate hours, and reasonably detailed breakdowns of disbursements, and contemporaneously maintained time entries for each individual in increments of tenths (1/10) of an hour are all part of the invoices.
- 24. The Banner invoices also comply in that disbursements are billed at rates and in accordance with practices customarily employed by the applicant and generally accepted by the applicant's clients, and the disbursements, for photocopies, both internal and external, telecommunications, both toll charges and facsimile transmissions, courier and freight, printing, court reporter and transcripts, messenger services, computerized research, out of town travel expenses, word processing, secretarial and other staff services, cellular telephones, overtime expenses, local and daytime meals, local transportation, and all other disbursements, satisfy the requirements of The Guidelines.
- 25. Banner believes its invoices and this application also comply with all other aspects of the Fee Order and all applicable laws, rules, orders, guidelines and the like. To any extent there is any technical noncompliance, Banner respectfully requests a waiver for any such matter.

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ALL REQUIRED NOTICES HAVE BEEN PROVIDED; THERE HAS BEEN NO **OBJECTION** 

Banner has provided all required notices pursuant to the Fee Order, 26.

including serving monthly statements under paragraph 2(a) of the Order, except as

relieved by Fee Committee communication that Fee Committee members do not want

papers, by serving this fee application under paragraph 2(a) of the Order, and by serving

an e-mail notice of the filing of this application and a listing of exhibits filed in support of

it on the 2002 Entities List pursuant to paragraph 8 of the Order. See Exhibits K and L.

CONCLUSION

WHEREFORE, Banner respectfully requests that the Court (a) enter an order

allowing interim compensation of \$50,331.00 to Banner for necessary and reasonable

professional services rendered as attorneys for the Debtors during the application period,

plus reimbursement of actual and necessary charges and disbursements incurred in the

sum of \$1,223.10 for a total sum of \$51,554.10 and, (b) grant such other and further relief

as is just and equitable under the circumstances.

A proposed order is attached at Exhibit M.

Respectfully submitted,

Charles W. Shifley

Binal J. Patel

Banner & Witcoff, Ltd.

10 South Wacker Drive

**Suite 3000** 

Chicago, Illinois 60606

Telephone: (312) 463-5000

Facsimile: (312) 463-5001

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BANNER & WITCOFF, LTD. 10 South Wacker Drive Suite 3000 Chicago, Illinois 60606 312-463-5000 Charles W. Shifley Binal J. Patel

Intellectual Property Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

: Chapter 11

DELPHI CORPORATION, et al.

: Case No. 05-44481 (RDD

Debtors. : (Jointly Administered)

----X

LIST OF EXHIBITS TO THE THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER 11

<u>U.S.C. SECTIONS 330 AND 331</u>

Banner & Witcoff, Ltd. ("Banner"), intellectual property counsel for Delphi Corporation ("Delphi"), and a Retained Professional, submits this list of exhibits to its identified fee application:

Exhibit A - Summary Sheet.

Exhibit B - Certification.

Exhibit C - Order under 11 U.S.C. §§327(3) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Banner & Witcoff, Ltd. as Intellectual Property Counsel to Debtors ("Banner Retention Order").

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Exhibit D - Affidavit of Charles W. Shifley filed in support of the application for retention of Banner.

Exhibit E - First Letter of Engagement of Banner & Witcoff, Ltd.

Exhibit F - Second Letter of Engagement of Banner & Witcoff, Ltd.

Exhibit G - Banner's Invoice No. 1626635

Exhibit H - Banner's Invoice No. 1628853

Exhibit I - Banner's Invoice No. 1631369

Exhibit J - Banner's Invoice No. 1634104

Exhibit K - Proofs of service of Banner invoices

Exhibit L - Proof of service of this list of exhibits.

Exhibit M - Proposed Order.

Respectfully submitted,

Charles W. Shifley

Binal J. Patel

Banner & Witcoff, Ltd. 10 South Wacker Drive

**Suite 3000** 

Chicago, Illinois 60606

Telephone: (312) 463-5000 Facsimile: (312) 463-5001

### **EXHIBIT A**

BANNER & WITCOFF, LTD. 10 South Wacker Drive Suite 3000 Chicago, Illinois 60606 312-463-5000 Charles W. Shifley Binal J. Patel

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline: Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website <a href="http://www.delphidocket.com">http://www.delphidocket.com</a>

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11

DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

: -----X

#### **SUMMARY SHEET**

FOR THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND <u>REIMBURSEMENT OF EXPENSES</u>

<u>UNDER 11 U.S.C. SECTIONS 330 AND 331</u>

Banner & Witcoff, Ltd. ("Banner"), intellectual property counsel for Delphi Corporation ("Delphi"), and a Retained Professional, submits this Summary Sheet in support of its third interim application seeking a second interim allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. §§330 and 331 for the period from June 1, 2006 through September 30, 2006 ("the Application Period").

# TOTAL COMPENSATION AND EXPENSES REQUESTED AND ANY AMOUNT(S) PREVIOUSLY REQUESTED

Requested: \$51,554.10

Previously Requested: \$72,331.32

## TOTAL COMPENSATION AND EXPENSES PREVIOUSLY AWARDED BY THE COURT

Total Previously Awarded: Zero

# NAME AND APPLICABLE BILLING RATE FOR EACH PERSON WHO BILLED TIME DURING THE PERIOD, AND DATE OF BAR ADMISSION FOR EACH ATTORNEY

Charles W. Shifley	\$435.00	1976
Binal J. Patel	\$320.00	1996
Adam Greenfield	\$175.00	Law Clerk
Timothy J. Rechtien	\$175.00	Law Clerk

## TOTAL HOURS BILLED AND TOTAL AMOUNT OF BILLING FOR EACH PERSON WHO BILLED TIME DURING BILLING PERIOD

Charles W. Shifley	76.6 hours	\$33,321.00
Binal J. Patel	38.5 hours	\$12,320.00
Adam Greenfield	18.6 hours	\$3,255.00
Timothy J. Rechtien	8.2 hours	\$1,435.00

# COMPUTATION OF BLENDED HOURLY RATE FOR PERSONS WHO BILLED TIME DURING PERIOD, EXCLUDING PARALEGAL OR OTHER PARAPROFESSIONAL TIME

Blended hourly rate: \$396.53 per hour

Respectfully submitted,

Charles W. Shifley Banner & Witcoff, Ltd. 10 South Wacker Drive

Suite 3000

Chicago, Illinois 60606 Telephone: (312) 463-5000 Facsimile: (312) 463-5001

### **EXHIBIT B**

SOUTHERN DISTRI		NEW YORK
In re	:	Chapter 11
DELPHI CORPORATION, et al.	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)
	X	

UNITED STATES BANKRUPTCY COURT

#### **CERTIFICATION FOR**

THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. SECTIONS 330 AND 331

- I, Charles W. Shifley, as the "Certifying Professional" for Banner & Witcoff, Ltd. ("Banner"), intellectual property counsel for Delphi Corporation ("Delphi"), and a Retained Professional, certify as follows:
- 1. I have read the Third Interim Application of Banner & Witcoff, Ltd., Intellectual Property Counsel to Delphi Corporation, Seeking Allowance and Payment of Interim Compensation and Reimbursement of Expenses Under 11 U.S.C. Sections 330 and 331 ("the First Interim Banner Application").

FURTHER CERTIFICATIONS PURSUANT TO THE AMENDED GUIDELINES FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS IN SOUTHERN DISTRICT OF NEW YORK BANKRUPTCY CASES

2. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Third Interim Banner Application fall within the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases ("the Amended Guidelines")

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and the UST Guidelines, except as specifically noted in this certification and described in Banner's fee application (there are no exceptions).

- 3. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, except to the extent that fees or disbursements are prohibited by the Amended Guidelines or the UST Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the applicant, Banner, and generally accepted by the applicant's clients.
- 4. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, in providing reimbursable service, the applicant does not make a profit on the service, whether the service is performed by the applicant in-house or through a third party.
- 5. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the trustee, and in this chapter 11 case, the chair of each official committee and the debtor have all been provided not later than 20 days after the end of each month with a statement of fees and disbursements accrued during such month. The statements provided contain a list of professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a general description of the services rendered, a reasonably detailed breakdown of the disbursements incurred and an explanation of billing practices.
- 6. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the trustee, and in this chapter 11 case, the chair of each official committee and the debtor have all been provided with a copy of the relevant fee

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application at least 10 days before the date set by the court or any applicable rules for filing fee applications.

FURTHER CERTIFICATIONS PURSUANT TO THE GUIDELINES FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS IN SOUTHERN DISTRICT OF NEW YORK BANKRUPTCY CASES

7. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the Third Interim Banner Application complies with the mandatory guidelines set forth in the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases.

8. The Certifying Professional is unable to certify that the trustee, debtor, or chair of each official committee (as to each respective committee's professionals) has reviewed the fee application and has approved it. (There are no known objections.)

9. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, in charging for a particular service, the applicant does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay.

10. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, in seeking reimbursement for a service which the applicant justifiably purchased or contracted for from a third party (such as temporary paralegal or secretary services, or messenger service), the applicant requests reimbursement only for the amount billed to the applicant by the third-party vendor and paid by the applicant to such vendor.

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Respectfully submitted,

Charles W. Shifley

Binal J. Patel Banner & Witcoff, Ltd.

10 South Wacker Drive

**Suite 3000** 

Chicago, Illinois 60606 Telephone: (312) 463-5000 Facsimile: (312) 463-5001

### **EXHIBIT C**

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SOUTHERN DISTRICT OF NEV		
	x	
In re	:	Chapter 11
DELPHI CORPORATION, et al.,	: :	Case No. 05-44481 (RDD)
1	: Debtors. :	(Jointly Administered)
	: x	

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF BANNER & WITCOFF, LTD. AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

### ("BANNER RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order"), pursuant to 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, authorizing the employment and retention of Banner & Witcoff, Ltd. ("Banner") as an intellectual property counsel to the Debtors; and upon the Affidavit of Charles W. Shifley, sworm to December 6, 2005, in support of the Application (the "Shifley Affidavit"); and this Court being satisfied with the representations made in the Application and the Shifley Affidavit that Banner does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Banner is to be employed, and that Banner's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

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1. The Application is GRANTED.

2. The Debtors' employment of Banner as intellectual property counsel, pursuant

to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and

Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with

approval of such employment being effective as of the Petition Date, October 8, 2005.

3. Banner shall be compensated in accordance with the standards and procedures

set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules,

Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New

York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and

further orders of this Court. Without limiting the foregoing, Banner shall make reasonable

efforts to ensure that the Debtors' estates are not charged for any duplication of work with the

other professionals retained in these cases.

4. This Court shall retain jurisdiction to hear and determine all matters arising

from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a

separate memorandum of law is deemed satisfied by the Application.

Dated:

New York, New York

January 3, 2006

/s/ Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

2

**EXHIBIT D** 

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

DELPHI CORPORATION, et al.,

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

AFFIDAVIT OF CHARLES W. SHIFLEY IN SUPPORT OF APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF BANNER & WITCOFF, LTD. AS AN INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

STATE OF ILLINOIS

COUNTY OF COOK

CHARLES W. SHIFLEY, being duly sworn, deposes and states as follows:

- 1. I am a shareholder and Vice President of the law firm of Banner & Witcoff, Ltd. ("Banner"), proposed intellectual property counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"). I am licensed to practice law principally in the State of Illinois. I am also licensed by the United States Patent and Trademark Office. I have nearly thirty years of successful experience in intellectual property matters, including patent litigation and counseling matters.
- 2. I submit this affidavit (the "Affidavit") in support of the Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed R. Bankr. P. 2014 Authorizing

Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

Employment And Retention Of Banner & Witcoff, Ltd. As Intellectual Property Counsel To Debtors (the "Application") <u>nunc pro tunc</u> to October 8, 2005, filed concurrently herewith.

3. The name, business address, and telephone number of Banner & Witcoff, Ltd. are as follows:

Banner & Witcoff, Ltd. 10 South Wacker Drive Chicago, Illinois 60606 312.463.5000

- 4. Banner is well qualified to assist the Debtors in the manner described in the Application. Banner is a nationally well-known and respected intellectual property law firm almost all of whose lawyers are experienced, registered patent lawyers with technical degrees. Banner has successfully represented Delphi and its predecessor, General Motors Corporation, in many patent infringement cases. Banner has also represented Delphi and its predecessor, General Motors Corporation, in other patent infringement counseling. Banner enjoys extensive experience in intellectual property law and cases in the Debtors' industry, including currently pending patent infringement cases against Debtors. Consequently, Banner can economically, successfully, and uniquely represent the Debtors in cases currently pending and similar intellectual property matters. Accordingly, the Debtors believe that Banner is well qualified to serve as an intellectual property counsel in these chapter 11 cases in an efficient and effective manner.
- 5. Also, Banner has advised the Debtors regarding other intellectual property matters. Based on the services that Banner has rendered to the Debtors, Banner is thoroughly familiar with certain intellectual property matters relating to the Debtors.
- 6. Generally, in connection with the Debtors' cases, Banner intends to provide to the Debtors with the following types of professional services:

- (a) representation, both currently and if any appeal were to follow, in Automotive Technologies International, Inc. v. BMW North America, Inc., et al., Appeal No. 06-1013 (Federal Circuit September 29, 2005) and its underlying case, Civil Action No. 01-71700 (April 30, 2001);
- (b) representation in <u>Automotive Technologies International</u>, Inc. v. <u>Delphi</u>

  <u>Automotive Systems Corporation</u>, et al., Civil Action No. 04-72035

  (E.D.Mich. April 30, 2005), a patent infringement case that was stayed during the above-identified appeal;
- (c) preparation of legal opinions involving Debtors' claims relating to the Debtors' products and patents, as well as claims made by competitors;
- (d) representation of the Debtors for a broad scope of intellectual property law services.
- 7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden, Arps") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors, Banner will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Banner's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Banner's existing clients. These existing client relationships, and the scope of the carve-out from Banner's retention, are discussed more fully below.

- 8. It is Banner's understanding that the Debtors may request that Banner undertake specific matters beyond the limited scope of the responsibilities set forth above. Should Banner agree in its discretion to undertake any such matter, it is Banner's understanding that the Debtors will seek further order of this Court.
- 9. Banner is making efforts, together with the Debtors' other counsel to ensure that there is no duplication of effort or work between such firms and Banner. It is Banner's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Banner believes that its lawyers and the rest of the lawyers retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.
- 10. Banner has in the past been employed and retained pursuant to certain engagement letters between the Debtors and Banner, dated October 7, 2004 and November 19, 2004 (together, the "Engagement Letters"), and pursuant to additional terms. The additional terms are that Banner agreed that its discounted hourly rates would remain in effect through the remainder of the cases that are subject to the Engagement Letters, the rates being subject to renegotiation three years after the Engagement Letters if the cases remained pending then. Banner also agreed to represent the Debtors in preparing legal opinions and other matters at standard hourly rates or for pre-agreed total charges.
- 11. Banner agrees to accept as compensation for the services rendered in connection with its representation of the Debtors compensation on the terms set forth in the Engagement Letters and the additional terms identified above.

- 12. Banner acknowledges that all amounts paid to Banner during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Banner during these cases are disallowed by this Court, the fees and expenses will be disgorged by Banner and returned to the Debtors or as otherwise ordered by this Court.
- 13. Banner categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Banner acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.
- 14. Banner has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Banner maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Banner to review and analyze the conflict database to determine whether Banner has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to Banner by the Debtors and Skadden, Arps and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.
- 15. Based upon this research, I have determined that Banner has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. Banner has represented, currently represents, and will likely in the future represent, such creditors and other parties-in-interest, and their related entities, in such matters, including:

General Motors Corporation ("GM"), where Banner has been directed to do so by Delphi as a matter of assisting Delphi in meeting contractual indemnity obligations to GM, with the consent of both companies; Dura Automotive Systems, Inc.; Illinois Tool Works, Inc.; Cargill, Inc.; Allstate Insurance; AT&T, Nokia Corporation; John Hopkins University; Harley Davidson Motor Company; Circuit City Stores, Inc.; Microsoft Corporation; and Technitrol, Inc. I do not believe that the foregoing raises any actual or potential conflicts of interest of Banner relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

16. It is my intention that if Banner becomes aware of any other connections of which it presently is unaware, Banner will bring them to the attention of this Court and the U.S. Trustee.

Sworn to before me

this Gay of November, 2005

Notary Public

1

"OFFICIAL SEAL" KATHY G. KESSLING NOTARY PUBLIC, STATE OF ILLINOIS MY COMMISSION EXPIRES 8/8/2009 **EXHIBIT** E

### DELPHI

Telephone: (248) 813-3309 Facsimile: (248) 813-1122

Via E-Mail

October 7, 2004

Mr. Charles Shifley BANNER & WITCOFF, LTD. 10 South Wacker Drive, Suite 3000 Chicago, IL 60606

Re: ATI Patent Litigation

Dear Charles:

This confirms that Delphi Corporation has retained Banner & Witcoff to represent Delphi in the following patent infringement cases:

- 1) Automotive Technologies International v. BMW of North America, et al.

  Case No. 01-CV-71700 (E.D. of MI), Delphi Matter No. 2001-000762 (ATI I); and
- Automotive Technologies International v. Delphi, et al.
   Case No. 04-60083 (E.D. of MI), Delphi Matter No. 2004-000564 (ATI II)

Except as provided herein, this engagement letter supercedes the previous engagement letter dated August 28, 2002, between Delphi and Banner & Witcoff for the ATI I matter.

I will be responsible for managing these matters and will be your direct contact at Delphi. Please include the Delphi file numbers shown above in all correspondence and invoices with this office. To the extent possible, we request that you bill activities on these matters separately. In situations where the time spent on activities for these matters cannot be conveniently distinguished, please bill commingled time to the ATI I matter. In the event that one or more or these actions become consolidated, we will inform you as to the Delphi matter number under which you should subsequently bill your time.

We have approved a four-person Banner & Witcoff attorney team to work on these matters. Banner & Witcoff has agreed to discount its regular hourly professional rates on these matters as listed below:

Delphi World Headquarters & Customer Center 5825 Delphi Drive, M/C 480-410-254, Troy, MI 48098-2815 william.Cosnowski.jr@delphi.com Charles Shifley, Esq. October 7, 2004 Page 2 of 3

PROFESSIONAL	REGULAR HOURLY RATE	DISCOUNTED RATE
Charles Shifley	\$455	\$435
Binal Patel	\$335	\$320
Matt Becker	\$310	<b>\$29</b> 5
Ted Field	\$220	\$215

Additionally, you agree that the discounted hourly rates will remain in effect through the remainder of these cases. Others from your firm may be necessary to assist us on this litigation, but you have agreed to obtain our written permission before engaging them. No fees will be paid for work performed by others before you have obtained our written permission.

Banner & Witcoff agrees to pay one hundred percent (100%) of the transportation expenses for travel to Detroit incurred by Banner & Witcoff team members on these matters. Additionally, Banner & Witcoff agrees to continue the practice of not billing Delphi for travel time on these matters.

You agree to continue to accrue a 5% credit on all professional billings for the ATI I matter as originally agreed in the engagement letter dated August 28, 2002.

You also agree to accrue a credit to Delphi in the amount of five percent (5%) of your professional billings on the ATI I matter to be used as payment by Delphi for services on any future matter, when and if we retain your firm. This credit shall accrue from the first dollar of ATI II fee billings but shall not vest until fee billings for the ATI II matter exceed \$1,000,000. Separate billing of these matters is essential for correct calculations of our credit. It is our intention to process your monthly billing statements promptly, but at times it may take forty-five days or more to process your bill once it has been received.

We expect that the Delphi team assigned to this case will be fully engaged. The Delphi team will manage the document collection, coding and preparation of document chronologies. We also plan to fully participate in discovery, motions, and strategies necessary to successfully defend and prosecute these actions. We wish to do everything we are able to do on these litigations in-house. To help us achieve this, we ask that before your team undertakes an activity, you first review it with us to see if we have the resources available. Please call Joe Papelian or me at any time if you believe we are not able to supply the support needed to successfully litigate these matters

We expect that your hourly billable rates include all overhead and internal charges associated with your practice. A copy of our recently revised billing instructions and limitations is attached and incorporated into this engagement agreement by this reference. Any questions about billing procedures should be addressed to Michele Piscitelli, who can be reached at 248-813-2511.

05-44481-rdd Doc 19389-7 Filed 02/01/10 Entered 02/01/10 13:15:19 Exhibit E Pg 36 of 93

Charles Shifley, Esq. October 7, 2004 Page 3 of 3

As you know, we view the relationship between our companies as a "partnership" in which we both work together and communicate well with each other, to serve the best interests of Delphi. Your dedicated work and willingness to provide creative fee arrangements that recognize the financial pressures of the automotive supplier industry has placed Banner & Witcoff on a select counsel list for Delphi's litigation matters.

We request that you endorse this engagement agreement below and return an executed copy for our records.

Please call if you have any questions.

Sincerely,	
William Cosnowski, Jr., Esq.  Delphi Legal Staff	
WC/cmp Enclosure	
Accepted this day of	, 2004.
By:Charles Shifley, Esq.	

BANNER & WITCOFF, LTD.

**EXHIBIT F** 

TEN SOUTH WACKER DRIVE CHICAGO, ILLINOIS 60606-7407



TEL: 3/2.463.5000 FAX: 3/2.463.500/ www.bannerwitcoff.com

Charles W. Shifley Direct Dial: (312) 463-5441 cshifley@bannerwitcoff.com

November 19, 2004

William Cosnowski, Jr., Esq.

Delphi World Headquarters - Legal Staff
Delphi Automotive Systems
5825 Delphi Drive
Troy, MI 48098-2815

Dear Will:

We have a few more changes for our engagement together in the ATI cases. Our principal issue is the term of engagement concerning fixing rates for the life of the engagement. We are cautious about the open-endedness of such a term. As an example, I have a case now that has lasted eleven years in district court, and has started into its second appeal. It has potential for several more years of proceedings.

Our primary intent is to maintain and strengthen our relationship. The discounts that are present in the lawyer hourly rates stated in your letter of October 7th are approximately 4% of standard rates. We expect to increase rates in February such that the discount for 2005 will conceivably increase to 8%. In addition, we are agreeing to the 5% credit and transportation terms.

Generally, we are against our rates being fixed. By the terms of your letter, Delphi is gaining significant advantage in receiving the 5% credit, especially with Delphi and the firm agreeing to the 5% being applied from \$1. Consistent with our primary intent but also our opposition to rate fixing, especially rate fixing for an indefinite and potentially long time, we can accept the hourly rates as stated in your letter, if fixed until the end of 2005, with rates thereafter being our standard rates. We also propose that the ATI II credit apply to the future litigation from when time billing for the future litigation starts.

We also suggest clarifying that the 5% credit currently accruing and continuing to accrue on ATI I will be for future patent application, patent opinion and other patent-related transactional representation. We also propose that the ATI II credit apply to the fees that accrue on a future litigation, applicable when that future litigation begins.

CHICAGO
WASHINGTON, Q.C.
BOSTON
FORTLAND, OR.

We also ask that Delphi provide us some flexibility in the attorneys who may represent Delphi in the two cases, by engaging with us in introducing Delphi to more attorneys than on the current list of approved attorneys, especially to possibly include some of our attorneys in our Washington, D.C. office.

William Cosnowski, Jr., Esq. Delphi World Headquarters - Legal Staff November 19, 2004 Page 2

If you can accept these few modifications of the terms proposed in your letter of October 7, 2004, we have an agreement for engagement. I have held our billing for time back to September 1, 2004. I will now bill it at the agreed rates.

Very truly yours,

Charles W. Shifley

CWS/sIs

# **EXHIBIT G**



Suite 3000 10 South Wacker Drive Chicago, IL 60606

Tel: 312.463.5000 Fax: 312.463.5001 www.bannerwitcoff.com

### FEIN # 36-4008943

Delphi Technologies, Inc. Mr. Cosnowski Legal Staff - Intell. Property P.O. Box 5052 MC: 480-414-420

Troy, MI 48007-5052

Invoice Number 1626635
Invoice Date 07/17/06
Client Number 004588
Matter Number 00013

RE: 00013

Automotive Technologies v. BMW of North America, et al.

Case No. 01-71700

Delphi File No. 2001-000762 (ATI I)

## FOR PROFESSIONAL SERVICES RENDERED THROUGH 06/30/06:

<u>Date</u>	<u>Tkpr</u>			<u>Hours</u>
06/01/06	ВЈР	DELP16	Finalize Delphi's mediation brief and prepare for submission with the Mediator; conferral regarding possible supplemental submission relating to ATI's renewed motion to lift the automatic stay in the bankruptcy court	6.30
06/01/06	CWS	DELP16	Senior input into our mediation brief, and dealing with ATI's filing about mediation in our bankruptcy	3.20
06/02/06	ВЈР	DELP16	Draft and submit further paper to the mediator and co- defendants regarding ATI's renewed motion to lift the automatic stay; prepare for mediation session next week reviewing relevant pleadings and obtaining copies of ATI's recent patent portfolio	5.10

# 05-44481-rdd Doc 19389-7 Filed 02/01/10 Entered 02/01/10 13:15:19 Exhibit Exhibit E Pg 42 of 93

	E Pg 42 0f 93
004588	Invoice Number 1626635
00013	Page 2
07/17/06	1 age 2

<u>Date</u>	<u>Tkpr</u>			<u>Hours</u>
06/05/06	ВЈР	DELP16	Prepare for mediation including review of relevant documents and review of ATI's patent portfolio	6.20
06/06/06	ВЈР	DELP16	Prepare for and participate in mediation session with ATI	8.00
06/06/06	CWS	DELP36	Attention to new instructions on invoices from the Delphi bankruptcy	0.40
06/07/06	CWS	DELP16	Getting briefed by Mr. Patel on the lack of settlement through mediation	0.40
06/07/06	ВЈР	DELP16	Follow-up with co-defendants regarding settlement and thoughts on the mediation with ATI	0.80
06/08/06	ВЈР	DELP36	Finalize and file Delphi's third 60-day status report with the Court	1.00
06/19/06	CWS	DELP36	Review of the ATI status report, and handling fee application issues of e-mail from the Fee Committee and a hearing on the fee applications	2.00
06/21/06	CWS	DELP23	Preparation of an engagement letter for General Motors to give Delphi express primacy in representation	4.30
06/22/06	CWS	DELP36	Continued efforts on a GM engagement letter, including email and a call to Ms. Hargitt at GM	0.50
06/26/06	CWS	DELP36	Taking note of ATI success on their effort to move forward in the appeal, by a successful motion in Delphi's bankruptcy and emails with Mr. Cosnowski about the court's decision	0.30
06/27/06	CWS	DELP36	Planning staffing for brief writing, and conferral with General Motors' representative about an engagement letter	0.80
06/30/06	CWS	DELP36	Follow up with Mr. Cosnowski about GM declining to sign an engagement letter and the possibility of a joint defense agreement	0.30
			TOTAL HOURS	39.60

004588 00013 07/17/06			Invoice N Page 3	umber 1626	635
<u>Date Tkpr</u>					<u>Hours</u>
TIMEKEEPER TIME SUMMA Timekeeper		Rate	Value		
Binal J. Patel Charles W. Shifley		320.00 = 435.00 =	8,768.00 5,307.00		
	CURRENT FEES	ı			14,075.00
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Travel expenses o Photocopies at \$ . Telephone charges Courier charges	f Binal Patel to Med 10 per page s	iation with AT	ГІ	407.60 9.70 72.27 249.26	
	CURRENT EXPE	NSES			738.83
	TOTAL	THIS MATT	ER		14,813.83

TOTAL AMOUNT THIS INVOICE

US \$14,813.83

05-44481-rdd Doc 19389-7 Filed 02/01/10 Entered 02/01/10 13:15:19 Exhibit E Pg 43 of 93

004588

For wiring payment, please use the following bank information. SunTrust Bank, 1445 New York Avenue, N.W., Washington, DC 20005, (800) 947-3786; ABA Number: 061000104; Account Number: 514342. Please indicate client, matter and invoice numbers with wire remittance.

# **EXHIBIT H**



Suite 3000 10 South Wacker Drive Chicago, IL 60606

Tel: 312.463.5000 Fax: 312.463.5001 www.bannerwitcoff.com

### FEIN # 36-4008943

Delphi Technologies, Inc. Mr. Cosnowski

Legal Staff - Intell. Property P.O. Box 5052

MC: 480-414-420 Troy, MI 48007-5052 Invoice Number 1628853
Invoice Date 08/24/06
Client Number 004588
Matter Number 00013

**RE:** 00013

Automotive Technologies v. BMW of North America, et al.

Case No. 01-71700

Delphi File No. 2001-000762 (ATI I)

# FOR PROFESSIONAL SERVICES RENDERED THROUGH 07/31/06:

<u>Date</u>	<u>Tkpr</u>			<u>Hours</u>
07/05/06	CWS	DELP36	Email exchange with Mr. Cosnowski and analyzing whether to give notice of the lifting of the stay to the Court of Appeals, resolving that ATI gained the lifting and should take the initiative at its discretion to advise the court; efforts toward an engagement letter with GM, rebuffed by GM	1.60
07/05/06	CWS	DELP36	Reading materials from Delphi's fee analyst LCC and an email in response	0.40
07/07/06	CWS	DELP36	Conference with Mr. Cosnowski about appeal briefing, resolving to await a court ordered schedule, and GM representation	0.60

# 05-44481-rdd Doc 19389-7 Filed 02/01/10 Entered 02/01/10 13:15:19 Exhibit E Pg 46 of 93

Invoice Number 1628853

Page 2

004588

00013

08/24/06

<u>Date</u>	<u>Tkpr</u>			<u>Hours</u>
07/07/06	ВЈР	DELP16	Conferral with Mr. Cosnowski regarding appeal briefing and General Motors representation	0.70
07/12/06	CWS	DELP36	Conferral with Mr. Wright of Banner & Witcoff, refreshing him on our coming case on appeal, to continue to include him in our appeal team; listening to the oral argument of Delphi's recent other appeal to assess ATI's Mr. Baniak's efforts; and handling a request from a Kate Addison at a law firm Westerman for information on this ATI BMW case, including identifying who they are and emailing Mr. Cosnowski	1.60
07/17/06	CWS	DELP36	Review of a letter from ATI's lawyer Mr. Baniak to the court clerk, and email to Mr. Cosnowski of advice	0.60
07/18/06	CWS	DELP36	Reading a fee application email from Ms. Jjingo	0.40
07/20/06	CWS	DELP36	Beginning preparation of a second interim fee application, including extended study of the first fee applications of others to discover any overlooked needs in our applications	3.50
07/24/06	CWS	DELP36	Continued preparation of a second interim fee application	2.00
07/25/06	ВЈР	DELP36	Initiate review of issues relating to enablement of the '253 patent in furtherance of preparing Delphi's appellee brief; review of ATI's oral argument against Delphi relating to the POD sensor.	1.50
07/25/06	CWS	DELP36	Instruction to a summer associate Mr. Greenfield toward appeal brief drafting at an inexpensive rate	1.00
07/26/06	CWS	DELP36	Continued preparation of our second interim fee application	2.00
07/27/06	CWS	DELP36	Completion of a first draft of the second Banner interim fee application	4.00

004588 00013 08/24/06						Invoice Nu Page 3	mber 1628	353
<u>Date</u>	<u>Tkpr</u>							<u>Hours</u>
07/28/06	CWS	DELP36	review of	ed preparate f new mate a new effo	rials from	second fee application the fee committe	ation, and e	2.00
07/30/06	CWS	DELP36	E-mail to brief thro	Mr. Cosnough a sum	owski abou mer associ	it beginning draft ate	ing of our	0.40
07/31/06						l briefing filing	1.20	
						TOTAL HOU	RS -	23.50
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05-44481-rdd Doc 19389-7 Filed 02/01/10 Entered 02/01/10 13:15:19 Exhibit E Pg 47 of 93

004600

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# **EXHIBIT I**



Suite 3000 10 South Wacker Drive Chicago, IL 60606

Tel: 312.463.5000 Fax: 312.463.5001 www.bannerwitcoff.com

### FEIN # 36-4008943

Delphi Technologies, Inc. Mr. Cosnowski Legal Staff - Intell. Property P.O. Box 5052 MC: 480-414-420 Troy, MI 48007-5052

Invoice Number 1631369
Invoice Date 09/20/06
Client Number 004588
Matter Number 00013

RE: 00013 Automotive Technologies v. BMW of North America, et al. Case No. 01-71700

Delphi File No. 2001-000762 (ATI I)

## FOR PROFESSIONAL SERVICES RENDERED THROUGH 08/31/06:

<u>Date</u>	<u>Tkpr</u>			<u>Hours</u>
08/01/06	AG	DELP36	Draft Delphi Response Brief, including compliance with Federal Circuit Rules of Practice.	4.10
08/01/06	cws	DELP36	Emails with Mr. Cosnowski about appeal briefing styles	0.40
08/02/06	AG	DELP36	Draft Delphi Response Brief, including at least the introductory parts and the parts related to the enablement standard.	4.00
08/03/06	AG	DELP36	Draft Delphi Response Brief, including at least the part related to how the '253 patent specification provides no teaching or disclosure of an electronic circuit.	3.30

004588
00013
09/20/06

Invoice Number 1631369 Page 2

<u>Date</u>	<u>Tkpr</u>			Hours
08/07/06	AG	DELP36	Draft Delphi Response Brief, including at least the part related to undue experimentation.	2.80
08/08/06	AG	DELP36	Draft Delphi Response Brief, including at least the parts related to undue experimentation and to how the '253 patent fails to enable the full scope of the claimed invention.	3.70
08/08/06	CWS	DELP36	Senior editing of a summer associate's efforts in drafting an appellee's brief	1.80
08/08/06	TR	DELP12	Conduct legal research to find recent Federal Circuit and district court cases wherein the court addressed the issue of enablement	3.20
08/08/06	ВЈР	DELP36	Review of recent case law from the Federal Circuit and district courts relating to enablement issues	2.10
08/09/06	AG	DELP36	Analyze the issues of a case relevant to appeal.	0.20
08/09/06	CWS	DELP36	Reading of the Callicrate case, and review with a summer associate	1.00
08/10/06	AG	DELP36	Continue to analyze the issues of a case relevant to appeal.	0.50
08/11/06	TR	DELP12	Conduct legal research to find recent Federal Circuit and district court cases wherein the court addressed the issue of enablement	2.40
08/14/06	TR	DELP12	Conduct legal research to find recent Federal Circuit and district court cases wherein the court addressed the issue of enablement	2.60
08/15/06	CWS	DELP36	Continued preparation of materials for electronic filing of billing information, including inquiring about codes with Mr. Sykes because of separate Delphi codes in use in advance of bankruptcy, and email with Mr. Cosnowski to advise him when an appeal cost budget is due	0.80

# 05-44481-rdd Doc 19389-7 Filed 02/01/10 Entered 02/01/10 13:15:19 Exhibit Exhibit E Pg 51 of 93

004588	
00013	
09/20/06	

Invoice Number 1631369 Page 3

<u>Date</u>	Tkpr			Hours
08/16/06	CWS	DELP36	Study of the codes for billing	0.40
08/18/06	CWS	DELP36	Instructions to staff to get the Excel spreadsheet information prepared for electronic billing	0.60
08/23/06	CWS	DELP36	Continued handling of spreadsheet issues for electronic billing	0.50
08/24/06	CWS	DELP36	Continued preparation of materials for electronic filing of billing information	1.60
08/30/06	CWS	DELP36	Carefully rechecking everything in the works for electronic billing because of Mr. Sykes sending a new set of instructions with multiple attachments, including detailed review of the attachments for any detailed changes	1.00
			TOTAL HOURS —	37.00

TIMEKEEPER TIME SUMMARY:

Timekeeper	Hours		Rate	_	Value	
Adam Greenfield Binal J. Patel Timothy J. Rechtien Charles W. Shifley	18.60 2.10 8.20 8.10	at at at at	\$175.00 \$320.00 \$175.00 \$435.00	=	3,255.00 672.00 1,435.00 3,523.50	
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# FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computer Assisted Research - Westlaw Photocopies at \$ .10 per page Courier charges	149.87 1.40 149.87

**CURRENT EXPENSES** 

301.14

05-44481-rdd Doc 19389-7 Filed 02/01/10 Entered 02/01/10 13:15:19 Exhibit E Pg 52 of 93

004588 00013 09/20/06

Invoice Number 1631369 Page 4

TOTAL THIS MATTER	9,186.64
TOTAL AMOUNT THIS INVOICE	US \$9,186.64

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# **EXHIBIT J**



Suite 3000 10 South Wacker Drive Chicago, IL 60606

Tel: 312.463.5000 Fax: 312.463.5001 www.bannerwitcoff.com

FEIN#	<b>36-4008943</b>
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Delphi Technologies, Inc. Mr. Cosnowski Legal Staff - Intell. Property P.O. Box 5052 MC: 480-414-420

Troy, MI 48007-5052

Invoice Number 1634104
Invoice Date 10/10/06
Client Number 004588
Matter Number 00013

RE: 00013 Automotive Technologies v. BMW of North America, et al. Case No. 01-71700

Delphi File No. 2001-000762 (ATI I)

## FOR PROFESSIONAL SERVICES RENDERED THROUGH 09/30/06:

<u>Date</u>	<u>Tkpr</u>			<u>Hours</u>
09/05/06	CWS	DELP36	Continued handling of electronic billing	0.60
09/07/06	CWS	DELP36	Efforts to co-ordinate responses with codefendants	0.40
09/21/06	CWS	DELP36	Getting a request for an agreement on service of the appellate briefs, and sending agreement; report to Mr. Cosnowski	0.30
09/25/06	CWS	DELP36	Beginning reading and analysis of the ATI opening brief and associated materials; beginning preparation of an edited draft, working from a draft created by a summer associate	8.40
09/26/06	CWS	DELP36	Continued study and analysis of ATI's opening brief	7.20

004588 00013 10/10/06						Invoice N Page 2	umber 1634	104
<u>Date</u>	<u>Tkpr</u>							<u>Hours</u>
09/26/06	ВЈР	DELP36	cited by below re- relating t	ATI relating lating to the	g to enable e enableme estruction;	brief; review coment; review rent; review rent briefing and confer with co-	ecord issues	3.20
09/27/06	ВЈР	DELP36	conferral strategy f	with Mr. C	osnowski ; continue	ef relating to en and Mr. Shifley d review of ena 's ruling	y regarding	3.60
09/27/06	CWS	DELP36	Continue	d drafting o	of the brief			9.50
09/28/06	CWS	DELP36	Continue	d drafting o	f brief			6.20
09/29/06	CWS	DELP36	Continue	d drafting c	of brief			2.40
						TOTAL HO	URS	41.80
TIMEKEER Timekeeper Binal J. Pat Charles W.	tel	E SUMMARY:	Hours  6.80 at	Rate \$320.00	- <u>-</u>	Value 2,176.00		
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		C	URRENT E	XPENSES				148.63
			TO	TAL THIS	MATTER			17,549.63

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Invoice Number 1634104 Page 2

004588

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004588 00013 10/10/06

Invoice Number 1634104 Page 3

TOTAL AMOUNT THIS INVOICE US \$17,549.63

For wiring payment, please use the following bank information. SunTrust Bank, 1445 New York Avenue, N.W., Washington, DC 20005, (800) 947-3786; ABA Number: 061000104; Account Number: 514342. Please indicate client, matter and invoice numbers with wire remittance.

# **EXHIBIT K**

CHARLES W. SHIFLEY DIRECT DIAL: (312) 463-544! CSHIFLEY@BANNERWITCOFF.COM

July 28, 2006

Mr. David Sherbin Delphi Corporation 5725 Delphi Drive Troy, Michigan 48098-2815

Re: Delphi Corporation et al. - Chapter 11 Proceedings

Monthly Statement of Fees and Disbursements

Dear David:

Enclosed please find our monthly statement for legal services rendered to the above referenced debtors and debtors-in-possession (collectively the "Debtors") and for reimbursement of expenses incurred in connection with such representation from June 5, 2006 through June 30, 2006 (the "Fee Period").

The total invoice for the Fee Period is \$14,813.83, which is composed of (i) \$14,075.00 for fees and (ii) \$738.83 for expenses.

Please feel free to contact me with any questions.

Very truly yours,

Charles W. Shifley

CWS/sls Enclosure Mr. David Sherbin July 28, 2006 Page 2

cc:

Joseph Papelian, Esq.
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098-2815
(Deputy General Counsel)

John Wm. Butler, Jr., Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
Suite 2100
Chicago, Illinois 60606
(Counsel to Debtors)

Delores De Elizalde Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, NY 10036 (Counsel to Debtors)

Alicia M. Leonhard, Esq.
Office of the United States Trustee for the
Southern District of New York
33 Whitehall Street
Suite 2100
New York, NY 10004
(United States Trustee)

Robert J. Rosenberg, Esq. Latham & Watkins LLP 885 Third Avenue New York, NY 10022-4802 (Counsel to Unsecured Creditors Committee)

Marissa Wesley, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
(Counsel for Prepetition Credit Facility Agent)

Marlane Melican, Esq.
Davis Polk & Wardell
450 Lexington Avenue
New York, NY 10017
(Counsel to Postpetition Credit Facility Agent)

Mr. David Sherbin July 28, 2006 Page 3

> W. Valerie Venable General Electric Company One Plastics Avenue Pittsfield, MA 01201

CHARLES W. SHIFLEY
DIRECT DIAL: (312) 463-5441
CSHIFLEY@BANNERWITCOFF.COM

### September 1, 2006

Mr. David Sherbin Delphi Corporation 5725 Delphi Drive Troy, Michigan 48098-2815

Re:

Delphi Corporation et al. - Chapter 11 Proceedings

Monthly Statement of Fees and Disbursements

Dear David:

Enclosed please find our monthly statement for legal services rendered to the above referenced debtors and debtors-in-possession (collectively the "Debtors") and for reimbursement of expenses incurred in connection with such representation from July 5, 2006 through June 31, 2006 (the "Fee Period").

The total invoice for the Fee Period is \$10,004.00, which is composed of (i) \$9,969.50 for fees and (ii) \$34.50 for expenses.

Please feel free to contact me with any questions.

Very truly yours,

Charles W. Shifley

CWS/sls Enclosure Mr. David Sherbin September 1, 2006 Page 2

cc:

Joseph Papelian, Esq.
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098-2815
(Deputy General Counsel)

John Wm. Butler, Jr., Esq. Skadden, Arps, Slate, Meagher & Flom LLP 333 West Wacker Drive Suite 2100 Chicago, Illinois 60606 (Counsel to Debtors)

Delores De Elizalde Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, NY 10036 (Counsel to Debtors)

Alicia M. Leonhard, Esq.
Office of the United States Trustee for the
Southern District of New York
33 Whitehall Street
Suite 2100
New York, NY 10004
(United States Trustee)

Robert J. Rosenberg, Esq.
Latham & Watkins LLP
885 Third Avenue
New York, NY 10022-4802
(Counsel to Unsecured Creditors Committee)

Marissa Wesley, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
(Counsel for Prepetition Credit Facility Agent)

Marlane Melican, Esq.
Davis Polk & Wardell
450 Lexington Avenue
New York, NY 10017
(Counsel to Postpetition Credit Facility Agent)

Mr. David Sherbin September 1, 2006 Page 3

> W. Valerie Venable General Electric Company One Plastics Avenue Pittsfield, MA 01201

CHARLES W. SHIFLEY
DIRECT DIAL: (312) 463-5441
CSHIFLEY@BANNERWITCOFF.COM

October 2, 2006

Mr. David Sherbin Delphi Corporation 5725 Delphi Drive Troy, Michigan 48098-2815

Re:

Delphi Corporation et al. - Chapter 11 Proceedings Monthly Statement of Fees and Disbursements

Dear David:

Enclosed please find Banner & Witcoff monthly statement for legal services rendered to the above referenced debtors and debtors-in-possession (collectively the "Debtors") and for reimbursement of expenses incurred in connection with such representation from August 1, 2006 through August 31, 2006 (the "Fee Period").

This invoice has also been submitted in the SIMS system of LC, with attached data sheet and receipts.

The invoice number is 1631369. The total invoice for the Fee Period is \$9,186.64, which is composed of (i) \$8,885.50 for fees and (ii) \$301.14 for expenses.

Please feel free to contact me with any questions.

Very truly yours,

Charles W. Shifley

CWS/sls Enclosure Mr. David Sherbin September 1, 2006 Page 2

cc: Joseph Papelian, Esq.
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098-2815
(Deputy General Counsel)

John Wm. Butler, Jr., Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
Suite 2100
Chicago, Illinois 60606
(Counsel to Debtors)

Delores De Elizalde Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, NY 10036 (Counsel to Debtors)

Alicia M. Leonhard, Esq.
Office of the United States Trustee for the
Southern District of New York
33 Whitehall Street
Suite 2100
New York, NY 10004
(United States Trustee)

Robert J. Rosenberg, Esq. Latham & Watkins LLP 885 Third Avenue New York, NY 10022-4802 (Counsel to Unsecured Creditors Committee)

Marissa Wesley, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
(Counsel for Prepetition Credit Facility Agent)

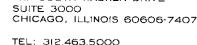
Marlane Melican, Esq.
Davis Polk & Wardell
450 Lexington Avenue
New York, NY 10017
(Counsel to Postpetition Credit Facility Agent)

Mr. David Sherbin September 1, 2006 Page 3

> W. Valerie Venable General Electric Company One Plastics Avenue Pittsfield, MA 01201

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Exhibit E Pg 67 of 93



312.463.5001 www.bannerwitcoff.com



CHARLES W. SHIFLEY DIRECT DIAL: (312) 463-5441

CSHIFLEY@BANNERWITCOFF.COM

November 28, 2006

## <u>VIA COURIER</u>

Robert J. Rosenberg, Esq. Latham & Watkins LLP 885 Third Avenue New York, NY 10022-4802 (Counsel to Unsecured Creditors Committee)

Marissa Wesley, Esq. Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, NY 10017 (Counsel for Prepetition Credit Facility Agent)

Marlane Melican, Esq. Davis Polk & Wardell 450 Lexington Avenue New York, NY 10017 (Counsel to Postpetition Credit Facility Agent)

> Delphi Corporation et al. - Chapter 11 Proceedings Re: Monthly Statement of Fees and Disbursements

Dear Robert, Marissa and Marlane:

We recently submitted, through the electronic system called SIMS, our monthly statement for legal services rendered to the above referenced debtors and debtors-inpossession (collectively the "Debtors") and for reimbursement of expenses incurred in connection with such representation from September 1, 2006 through September 30, 2006 (the "Fee Period").

The total invoice for the Fee Period is \$17,549.63, which is composed of (i) \$17,401.00 for fees and (ii) \$148.63 for expenses.

CHICAGO, IL WASHINGTON, DC BOSTON, MA PORTLAND, OR Robert J. Rosenberg, Esq. Marissa Wesley, Esq. Marlane Melican, Esq. November 28, 2006 Page 2

Enclosed please find a copy of the invoice. Please feel free to contact me with any questions.

Very truly yours,

Charles W. Shifley

CWS/tkw Enclosure

cc: John Wm. Butler, Jr., Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
Suite 2100
Chicago, Illinois 60606
(Counsel to Debtors)

Delores De Elizalde Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, NY 10036 (Counsel to Debtors)

# EXHIBIT L

### **CERTIFICATE OF SERVICE**

The undersigned, an attorney, hereby certifies that he caused a copy of the foregoing THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. SECTIONS 330 AND 331, AND HEARING ON MARCH 22, 2007, AND OBJECTION DEADLINE TO BE PROVIDED BY THE COURT to be served upon the following attorneys by Courier:

Delphi Corporation 5725 Delphi Drive Troy, MI 48098 Attn: General Counsel

Skadden, Arps, Slate, Meagher & Flom, LLP 333 West Wacker Drive Suite 2100 Chicago, IL 60606 Attn: John Wm. Butler, Jr., Esq.

Office of the United States Trustee
For the Southern District of New York
33 Whitehall Street
Suite 2100
New York, NY 10004
Attn: Alicia M, Leonhand

Latham & Watkins LLP 885 Third Avenue New York, NY 10022-4802 Attn: Robert J. Rosenberg

Simpson Thacher & Bartlett, LLP 425 Lexington Avenue New York, NY 10017 Attn: Marissa Wesley

Davis Polk & Wardell 450 Lexington Avenue New York, NY 10017 Attn: Marlane Melican

And by e-mail to the parties listed on the 2002 List located at www.delphidocket.com:

05-44481-rdd Doc 19389-7 Filed 02/01/10 Entered 02/01/10 13:15:19 Exhibit E Pg 71 of 93

A copy of which is attached hereto.

Date: 1/-29-06

By: Charlan Al Alugly

Counsel to Madison County		765-640-1332	765-640-1330	46016	<b>z</b>	Anderson	Suite 200	33 YVest Turn Street	Inomas w Beeman	eman Law Chice
Information Management, Inc.	ffm@bostonbusinesslaw.com									Page 1 au Office
Counsel to Iron Mountain		617-422-0383	617-422-0200	02110	MA	Boston	9th Floor	155 Federal Street	Frank F. McGinn	rtlett Hackett Feinberg P.C.
Counset to Gibbs Die Casting	wendy.brewer@btlaw.com	317-231-7433	317-236-1313	46204	Ź	Indianapolis		11 S. Meridian Street	Wendy D. Brewer	mes & Inornburg LLP
Counsel to Armada Rubber Manufacturing Company, Bank of America Leasing & Leasing & Capital, LLC, & AutoCam Corporation	ртеат <u>ярьтам сот</u>		010-142-3830	tysey.	3	Graind reduces	onie 300		BEIGG	81-rd
Аттегіса	michael.mocrory@btlew.com	_	2000 CAT 343	ADROS		Crand Danide	Sill Bo	300 Officera Averille NW	Datrick F Means	roes & Thornburg   1 P
Counset to Gibbs Die Casting Corporation; Clarion Corporation of		317-231-7433	317-236-1313	46204	<b>.</b>	Indianapolis		11 S. Weridian Street	Michael K. McCrory	Harnes & Thomburg LLP
Counsel to Clarion Corporation of America	mark.owens@bllaw.com	317-231-7433	317-236-1313	46204	Ž	Indianapolis		I S. Merician Screet	7. C\$96	
Corporation of America	john,gregg@bttaw.com		616-742-3830	49303	3	Grand Palous	odila odo		Bank I. Cash	
Company Company	aian.milts@bilaw.com	T	317-236-1313	46204	Ž	Indianapolis	60		Can A. Miles	Barnes & Thomburn 11 b
Counsel to Motion industries, Inc.			312-629-5170	60806	F	Chicago	Suite 2700	Ve	William J. Barrett	Barack, Ferrazzano, Kirschbaum Periman, Wageiberg LLP
Counsel to Motion Industries, Inc.			312-629-5170	60606	IL.	Chicago	Suite 2700		Kimberty J. Robinson	Barack, Fernazzano, Kirschbaum Perlman, & Nagelberg LLP
Company	cgalloway@atsautomation.com		519-653-4483	N3H 4R6 Canada	Ontario	Cambridge		250 Royal Oak Road	Cart Galloway	TSIAutomation Tooling Systems Inc.
Counsel to CSX Transportation,		0 202-942-5999	202-942-5000	20004-1206	D.C.	Washington		555 Twelfth Street, N.W.	Joel M. Gross	X Porter EP
Counsel to Daishinku (America) Corp. d/b/s KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)	3121) diaddin@agg.com	0 404-873-8121	404-873-8120	838-1031	<b>\$</b>	Apanta	Sune 2100	17 17H SUBBRINER	Dairyi S. Laquin	ibit Boundary
Counsel to Pullman Bank and Trust Company			212-484-3900	10019	-	New York		1670 Broadway	NODER M. PIRST	Danii rox rete
Counsel to Pullman Bank and Trust Company	Cohen.Mitchell@arentfox.com	0 212-484-3980	212-484-3900	10019	27	New York		1675 Broadway	Mississi C. Conten	P C C C C C C C C C C C C C C C C C C C
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of America, Inc.	mt@afrct.com	6 512-314 4462	512-314-4416	78746	Ž	Austin	Suite B-220	1301 S. Capital of Texas Highway	Andy Leinhor	APS Stearing, Inc.
Counsel to Stanley Electric Sales	7764	0 626-577-7764	626-535-1900	91101-2459	Ω ×	Pasadena	Suite 600	199 South Los Robles Avenue	Mark T. Flewelling	Maneyi, Flewelling, Rasmussen, Campbell & Mark T. Flewelling
Investments IV, Inc.	mblacker@andrewskurth.com	200	242 602 826	10187	_	Naw York	26# Elect		l eich Walzer	eelo Gordon & Co
Counsel to TTV Mortgage	4401	0 214-659-4401	214-659-4400	75201	×	Dallas	Sufte 3700	1717 Main Street	Monica S. Blacker	Andrews Kurth LLP
Counsel to ITW Mortgage	-	0 214-659-4401	214-659-4400	75201	¥	Dallas	Suite 3700	1717 Main Street	Gogi Malik	Andrews Kurth LLP
Representative for American Axle & Manufacturing, Inc.	sleven.keves@aam.com	_ 00	313-/58-4868	48243	5	Demoit		42	Staven 7. Neyes	Osterican cas a manuacumig, etc.
Corporation	bkessinger@akebono-usa.com	0 2/0-/3/-3044	270-204-3420	#2701	2	CIZADOUIOWI		Coording Acond	Citation of Notice But	morion to P Handad
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Canada ta Cardana ta C	mgreger@attenmatkins.com		212-210-0407	10016		New York			Crain E Francis	Alston & Bird. LLP
Counsel to Warneo, Inc.	310-229-1001 <u>pgurren galengump.com</u>	_	949-553-1313	92614-7321	\$	Irvine	Fifth Floor	1900 Main Street	Michael S. Greger	Allen Matters Leck Gamble & Mallory LLP
Vice President of Administration for Akebono Corporation	0888 aswjęch@akebono-usa.com		248-489-7406	48331	2 =	Familiation Hills			Alan Swiech	Akecono Corporation (North America)
International, Inc.; Rassini, S.A. de C.V.	tajamis@ajamie.com		7 (3-90F-1906	1000	5	Control	0000	To the state of th		
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	Counsel to Calsonic Kansel North America, Inc.: Calsonic Harrison		615-252-630		03	372	Ž	Nashvile	PO Box 34005	1000 Division Steet, Suite 700	Chosti F. Montainell	ger commence of conf. 1 Feb.
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RE Berger & Coronnata   Lohn P. Coffey   1255 Avenue of the Americas   New York NY   10019   212-554-103   212-554-103   212-554-104   212-5	Plastics Corp; Diemoiding	sdonato@hek com										
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Re Bergar & Grossman   John P. Coffey   1285 Avenue of the Americas   New York   NY   10019   212-554-1429   212-554-1439   212-554-1444	CV: Last Committee A.A. de							_				
Residence   Participation   Participation   Participation   Page   Pag	NOK, Inc.: Flextech, Inc.:								_			
Resigner & Grossman   John P. Coffey   1285 Avenue of the Annericus   New York   NY   10019   212-554-1419   212-554-1419   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1415   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1414   212-554-1415   212-554-1414	General Partnership, Freudenberg						_	_				
Residence   Constitution   Constit	Counsel to Fraudenberg-NOK;			313-393-7592	243	482	₹	Detroit	34th Floor	100 Renaissance Center	Kaipri E. McDowell	מודרי
Ric Berger & Grossman         John P. Coffey         1285 Avenue of the Americas         New York         NY         10019         212-554-1409         212-554-1411         2125541444         Immediate Substance           Ric Berger & Grossman         John P. Coffey         1285 Avenue of the Americas         New York         NY         10019         212-554-1409         212-554-1	America, Inc.								Avenue		Dalas n	10
New York   NY   10019   212-554-1429   212-554-1444   212-554-14	Counsel to DENSO International		212-885-500	212-885-5000	174	101	NY		405 Lexington	The Chrylser Building	Marc E. Richards	Rome LLP
Harman E. Greenwald   1285 Avenue of the Americas   New York   NY   10019   212-854-1411   2128541444	Counsel to Special Devices, Inc.		302-420-011	302-624-20-62	2		í		Suite 600			
Hannah E. Greinwald   1285 Avenue of the Americas   New York   NY   10019   212-554-1411   2125541444	Corporation	τ.	200 200 574	ברום פרו כתב			7		1201 Market Stra	Chase Manhattan Centre	Bonnie Glantz Fatell	Rome LLP
Lohn P. Coffey   1285 Avenue of the Americas   New York   NY   10019   212-554-1419   212-554-1444	Counsel to Veritas Software		650-494-273	650-857-9500	306	92	Ş	Palo Alto	Suite 300	2000 El Camino Real	CHORRES M. GER	21, Congo: a GC118400
Hannah E. Greenwald   1285 Avenue of the Americas   New York   NY   10019   212-554-1411   2125541444	Invotronics and Coherent, Inc.									200	Thomas H Co.	n Barrion & Schussh
Patrick M. Costello, Eq. 2800 El Cemino Real   1285 Avenue of the Americas   New York NY   10019   212-554-1411   2125541444	de Mexico SA de CV: Solection	Š	10, 60									
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John P. Coffey   1285 Avenue of the Americas   New York   NY   10019   212-554-1411   2125541444	Conerent, Inc.; Vertas Software	lechwah@hhelaw.com					_					
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	Technology	barnold@whdlaw.com		111200	100	! :				9	
		reamnermam: whitecase.com	414-223-5000	414-273-2100	PBBF CUCES	¥	Milwaikaa	Suite 1900	555 East Wells Street	Bruce G. Amold	Whyte, Hirschboeck Dudek S.C.
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In Liberation   1515 Tried, Aware   28th Trick, Aware   28th Trick	Credit Union	ggeters@weltman.com									
	Counsel to Orbotech, Inc.	aox du begian (oweineisen, com	614-222-2193		43215	9 €	Columbus	Suite 900	175 South Third Street	Geoffrey J. Peters	Weitman, Weinberg & Reis Co., L.P.A.
Ext. Exercises   1910 Price Annance   2016 Price Anna Companies   2016 Price Annance   2016 Price Annance   2016 Price Anna Companies   2016 Price Anna Companies	Electronic Components, Inc.	lekvalt@wgllp.com			2004	2	*	#4 FEO	1005 Continu Bark Bark	Amer Ordinbasian	Strok, LLP
Far Liberton   150 Pred Avenue   Sin Rocal   New York   1702   170 Pred Calonius   1700 Pre	Counsel to Toshiba America	ilwai eliuwai id sievelis.com	_	714-966-1000	92626	\$	Costa Mesa	Suite 950	650 Town Center Drive	Lei Lei Wang Ekvall	Weiland, Golden, Smiley, Wang Ekvall &
First_Listerman   1978   Trend Awarana   Tre	Systems Corp. and EDS				į	;					<b>9-1</b>
First_Listemen   1915 Tred_Awards   1916 Pearlier, Awards   1916 Pearlier, 1916 Pearlier, Awards   1916 Pearlier, 1916 Pearlier, 1916 Pearlier, 1916 Pearlier, 1916 Pearlier	Counted to Electronic Data	growsb@wni.com	_	817-810-5250	76102	Z .	Fort Worth	N.W.	301 Commerce Street	Michael D. Wamer	Warner Stevens, L.L.P.
Inst.Liemann   1915 Tried, Avenue   1916 Tried, A	Counsel to Behr Industries Corp.			616-752-2158	49503	≦	Grand Rapids	111 Lyon Street,	900 Fifth Third Center	Stephen B. Grow	Warmer Norcross & Judd LLP
Int.L. Harmont   1910 Proofs. Valence   2018 Food   144 6969 4105   144 6969	Counsel to Compuware	നമ്പടക്കിയാ! റാന		248-784-5131	48075	K	Southfield	Suite 2700	2000 Town Center	Michael G. Cruse	Norchoss & Juga F. 7
In L. Hemann   1919 Tried Avenue   29th Poor   New York   NY   100223915   212-95-13016   212-95-9139   In terms@bless.com   1700 Poolite Avenue   29th Poor   New York   NY   17301-893   212-913-1305   212-95-1305   212-95-1305   Interms@bless.com   1700 Poolite Avenue   29th Poor   New York   NY   17301-893   210-914-915   212-95-1305   212-95-1305   Interms@bless.com   1700 Poolite Avenue   29th Poor   New York   NY   170119   212-95-1305   212-95-1305   Interms@bless.com   1700 Poolite Avenue   29th Poor   New York   NY   170119   212-95-1305   212-95-1305   Interms@bless.com   1700 Poolite Avenue   29th Poor   New York   NY   170119   212-95-1305   212-95-1305   Interms@bless.com   1700 Poolite Avenue   29th Poor   New York   NY   170119   212-95-1305   212-95-1305   Interms@bless.com   1700 Poolite Avenue   29th Poor   New York   NY   170119   212-95-1305   212-95-1305   Interms@bless.com   1700 Poolite Avenue   29th Poor   New York   NY   170119   212-95-1305   212-95-1305   Interms@bless.com   1700 Poolite Avenue   29th Poor   Not   1700 Poolite Avenue   29th Poor   Not   1700 Poolite Avenue   29th Poor   1700 Poolite Avenue   1700 Poolite Avenue	Corporation	gipering@wni.com		0.00				N.W.			ibi
In L. Homes   1915 That Avenue   2016 Poor   New York   1707 Position Avenue   2016 Poor   New York   1707 Position Avenue   2016 Poor   1707 Position Poor   1707 Position Avenue   2016 Poor   1707 Position Poor   1707 Posit	Inc.	rosen, weinceiter (awaiienaw.com	616.222.2186	516-752-2185	49503	Ξ.	Grand Rapids	111 Lyon Street	900 Fifth Third Center	Gordon J. Toerino	Water Norcross & Judd LLP
Inst. Heminan   1915 Third Avenue   29th Floor   New York   100223915   2124599 130   2144699 130   2144699 130   2144699 130   2144699 130   2144699 130   2144699 130   2144699 130   214699 130   214699 130   214699 130   214699 130   214699 130   214699 130   214699 130   214699 130   214699 130   214699 130   214699 130   214699 130   214699 130   214699 130   214699 130   2144699   214699 130   2144699   214	Counsel to Nissan North America.			615-244-6380	37219	Ĭ	Nashville	Suite 2700	511 Union Street	Robert J. Welhoelter, Esq.	Waller Lansden Dortch & Davis, PLLC
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Ira L. Herman	Counsel to United Steel, Paper and		412-562-2429	412-562-2549	15222	PA	Pittsburgh	Suite 807	Five Gateway Center	David Jury, Esq.	United Steel, Paper and Forestry, Rubber,
Tall L. Herman   919 Third Avenue   919 Told A	Company	mkilgora@UP.com	402-001-0127	402-344-4183	88	, and	E D		Too Configure Angel	and the firm	
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Page 18 of 19

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## EXHIBIT M

05-44481-rdd Doc 19389-7 Filed 02/01/10 Entered 02/01/10 13:15:19 Exhibit Exhibit E Pg 92 of 93

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

DELPHI CORPORATION, et al.,

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

ORDER GRANTING THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, FOR ALLOWANCE OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES

Upon consideration of the third interim application of Banner & Witcoff, Ltd. for allowance of interim compensation and reimbursement of expenses (the "Third Interim Banner Application") for professional services and expenses incurred during the period commencing June 1, 2006 through September 30, 2006; and a hearing having been held before this court to consider the Third Interim Banner Application on November 30, 2006; and notice having been given pursuant to the Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefore, it is hereby:

ORDRED that the Third Interim Banner Application is granted to the extent set forth in Schedule "A."

Dated: New York, New York November 30, 2006

> United States Bankruptcy Judge Southern District of New York

Case No. 05-4481(RDD) Case Name: Delphi Corporation

	CURRENT	FEE PERIOD: Februa	ry 1, 2006 through Ma	y 31, 2006	
APPLICANT	DATE/DOCUMENT	FEES AWARDED EXPENSE	FEES AWARDED	EXPENSES	EXPENSES
	NO. OF APPLICATION	REQUESTED		REQUESTED	AWARDED
Banner & Witcoff,					
Ltd.					
X					
X					
X					
X					
X					
X					
X					
X					
X					
X					
X					
X					
X					
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SCHEDULE A(1)		DA	DATE: November 30, 2006	9(	INITIALS:
USBJ					